

**HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

June 22, 1999

RECORDATION NO. **22232** FILED **13**  
JUL 1 '99 3-45 PM

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Master Lease Agreement** dated as of March 25, 1998 ("**Memorandum**") between the following parties:

Lessor: Helm-Atlantic Associates Limited Partnership  
c/o Helm Atlantic Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: Lone Star Industries, Inc.  
3905 Vincennes Road, Suite 400  
Indianapolis, IN 46268

The equipment involved in this transaction is as follows:

Equipment: Not Applicable

Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,



Alison Drain  
Document Administrator

/ad

Enclosures (2)

MEMORANDUM OF  
MASTER LEASE AGREEMENT

RECORDATION NO.

FILED

JUL 1 '99

3-45PM

THIS MEMORANDUM OF MASTER LEASE AGREEMENT ("Memorandum") is made as of March 25, 1998 and is intended to evidence that certain Master Lease Agreement dated as of March 25, 1998 ("Master Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and LONE STAR INDUSTRIES, INC., a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in any Schedule which the parties subsequently record with the STB under the Master Lease, upon the terms and conditions provided in the Master Lease and such Schedule.

The Master Lease, any Schedule thereunder and the rail equipment leased cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Master Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

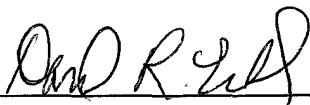
LESSEE

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP

LONE STAR INDUSTRIES, INC.

By: Helm Atlantic Corporation,  
its General Partner

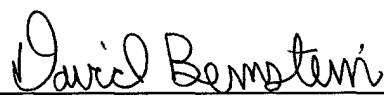
By:



Print Name: David R. Eckles

Title: President

By:



Print Name: David Bernstein

Title: Director Cement Marketing

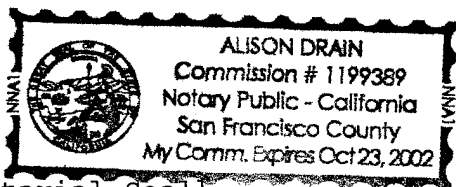
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STATE OF CALIFORNIA       )  
                                      ) S.S.  
COUNTY OF SAN FRANCISCO )

On June 16<sup>th</sup>, 1999, before me, Alison Drain, personally  
appeared David R. Eckles, President of HELM ATLANTIC CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and acknowledged  
to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.



[Notarial Seal]

WITNESS my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

STATE OF INDIANA       )  
                                      ) S.S.  
COUNTY OF MARION     )

On JUNE 14, 1999, before me, PAMELA J. KANTNER, personally  
appeared DAVID BERNSTEIN, DIR. CEMENT MKTG. of  
LONE STAR INDUSTRIES, INC.

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and acknowledged  
to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.

WITNESS my hand and official seal.

Pamela J. Kantner  
SIGNATURE OF THE NOTARY  
Comm. Exp. 11/6/99

[Notarial Seal]

cm